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Proposed Counsel for OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS

FILED
 05 MAR -2 AM 8:58
 CLERK, U.S. BANKRUPTCY CT.
 EASTERN DIST. OF CA.
 FRESNO, CA.

IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

In re:

CALIFORNIA OLIVE GROWERS,

Debtor in Possession.

Case No. 04-60321-B-11

Chapter 11

**DECLARATION OF BENNETT G. YOUNG IN
 SUPPORT OF APPLICATION FOR ORDER
 AUTHORIZING EMPLOYMENT OF
 COUNSEL BY OFFICIAL COMMITTEE OF
 UNSECURED CREDITORS**

(No Hearing Required)

I, Bennett G. Young, hereby declare as follows:

1. I am an attorney at law admitted to practice before this Court and am a member of the law firm of LeBoeuf, Lamb, Greene & MacRae, L.L.P. ("LeBoeuf Lamb"), which maintains its offices at One Embarcadero Center, Suite 400, San Francisco, California. I have personal knowledge of the facts set forth below and if called as a witness would testify competently thereto.

2. On December 13, 2004 (the "Petition Date"), California Olive Growers (the "Debtor") commenced this chapter 11 case by filing a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). On January 13, 2005, Assistant United States Trustee Mark L. Pope appointed Ball Corporation, FEMCO, and Griswold, LaSalle, Cobb, Dowd, & Gin to the Official Unsecured Creditors' Committee (the "Committee").

1 3. The Official Committee has advised me that it wishes to retain LeBoeuf Lamb, whose
2 attorneys are admitted to practice in this Court, as its attorneys.

3 4. LeBoeuf has advised the Committee that it is willing to act as the Committee's counsel
4 and to be compensated based upon its normal hourly rates. LeBoeuf Lamb has further advised the
5 Committee that, as of the date hereof, the following attorneys are billed at the following rates:

6 Partner	Bennett G. Young	\$495/hour
7 Associate	Paul S. Jasper	\$365/hour

8 5. Such rates are subject to annual adjustment. In addition, LeBoeuf Lamb is to be
9 reimbursed for all of its out-of-pocket expenses incurred on behalf of the Committee. All compensation
10 and reimbursement of expenses shall be subject to the approval of this Court after notice and a hearing.

11 6. To the best of my knowledge, LeBoeuf Lamb:

- 12 (a) is not a creditor, an equity holder, or an insider of the Debtor;
- 13 (b) is not and was not, within two years before the date of the filing of the petition, a
14 director, officer, or employee of the Debtor;
- 15 (c) does not have an interest materially adverse to the interest of the estate or to any
16 class of creditors or equity security holders, by reason of any direct or indirect
17 relationship to, connection with, or interest in, the debtor, and
- 18 (d) does not have any connection with the United States Trustee, or any person
19 employed in the Office of the United States Trustee.

20 7. To the best of my knowledge, and other than LeBoeuf Lamb's representation of the
21 Committee, the partners and associates of the firm of LeBoeuf Lamb have no connections with the
22 Debtor, its officers or directors. LeBoeuf Lamb has advised the Committee that the firm maintains a
23 database of its clients, former clients and other parties which are or were involved in matters in which
24 the firm is or was engaged and that LeBoeuf Lamb caused a search to be run of that database for
25 California Olive Growers, its sole secured creditor United Security Bank, each of the creditors listed on
26 the Amended List of Creditors Holding 20 Largest Unsecured Claim, filed by the Debtor on December
27 14, 2004, and each of the following individuals who may hold or have held management positions with
28

1 the Debtors - Tom Lindeman, Habier Garcia, Xavier Garcia, Ted Tanaleon, Pat McNeill, and Rudy
2 Riviera (the "Officers"). LeBoeuf Lamb has advised the Committee that, aside from the connection to
3 Ball Corporation, Pacific Gas & Electric Company ("PG&E") and Golden Eagle Insurance discussed
4 below in paragraphs 7-9, that search revealed that the partners and associates of the firm of LeBoeuf
5 Lamb have no connections with the Debtor or its Officers, United Security Bank, or the twenty largest
6 unsecured creditors (including each of the members of the Committee).


7 8. Ball Corporation is a member of the Committee. LeBoeuf Lamb has advised the
8 Committee that it previously represented Ball Corporation in an environmental litigation. That
9 representation ended in early 2003. In addition, LeBoeuf Lamb represents the creditors' committee in
10 the Palomar Mountain Spring Water bankruptcy. Ball Corporation is a member of that creditors'
11 committee. Aside from the foregoing, LeBoeuf Lamb no longer represents Ball Corporation in any
12 capacity.

13 9. PG&E is one of the twenty largest creditors in this case. LeBoeuf Lamb has advised the
14 Committee that LeBoeuf Lamb has represented PG&E in the past but that LeBoeuf Lamb has not
15 represented PG&E since 1998. LeBoeuf Lamb has further disclosed to the Committee that it represents
16 creditors in the bankruptcy case of PG&E and that those representations are ongoing. LeBoeuf Lamb
17 does not believe that any of the creditors that LeBoeuf Lamb represents in the PG&E bankruptcy case
18 have an adverse interest in connection with this case.

19 10. Golden Eagle Commercial Lines Package is one of the twenty largest creditors in this
20 case. LeBoeuf Lamb has advised the Committee that it has represented Golden Eagle Insurance on
21 regulatory matters in the past. LeBoeuf Lamb has not performed any work for Golden Eagle
22 Commercial Insurance since the end of 2002.

23 I declare under penalty of perjury under the laws of the State of California that the foregoing is
24 true and correct.

25 Dated: February 28, 2005

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27 Bennett G. Young
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